

OK

**McGLINCHEY STAFFORD**  
LAW OFFICES  
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
JACKSON  
LAKE PROVIDENCE

2777 STEMMONS FREEWAY  
SUITE 925  
DALLAS, TX 75207  
<http://www.mcglinchey.com>

TELEPHONE (214) 860-9700  
FAX (214) 860-9750  
DIRECT DIAL:

December 21, 1997

RECORDATION NO. 14864-LL, mm

DEC 31 '97

2-10PM

Dec 31 2 10 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

*Counters - Marshall Anderson*

Secretary  
Surface Transportation Board  
192Z5 K Street, Room 704ution Avenue N.W.  
Washington, D.C. 20036  
Attention: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 4)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Termination and Release Agreement, a primary document, dated as of November 30, 1997, between Trinity Industries Leasing Company (the "Company") and Bankers Trust Company, as successor Trustee;
2. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 22, 1997 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Termination and Release Agreement and Bill of Sale referenced in paragraphs 1 and 2, above, relate to the Equipment Trust Agreement dated as of November 15, 1985 between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14864 on December 18, 1985, along with an Assignment and Bill of Sale under Recordation Nos. 14864-A and 14864-B, respectively; the First Supplement to Equipment Trust Agreement dated as of August 13, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14684-H on August 20, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 14684-G and 14684-I; the Second Supplement to Equipment Trust Agreement dated as of September 22, 1994, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14684-J on

Secretary  
December 29, 1997  
Page 2

September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 14684-K and 14684-L; the Third Supplement to Equipment Trust Agreement dated as of September 20, 1995, between Trinity Industries Leasing Company and Bankers Trust Company, as Successor Trustee, which was filed and recorded under Recordation No. 14864-N on September 22, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 14864-O & 14864-Q; the Fourth Supplement to Equipment Trust Agreement dated as of October 25, 1995, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864-R, along with an Assignment and Bill of Sale under Recordation Nos. 14864-S and 14864-T; the Fifth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864-V, along with an Assignment and Bill of Sale under Recordation Nos. 14864-W and 14864-X; the Sixth Supplement to Equipment Trust Agreement dated as of February 16, 1996, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864-Z, along with an Assignment and Bill of Sale under Recordation Nos. 14864-AA and 14864-BB; and the Seventh Supplement to Equipment Trust Agreement dated as of July 18, 1996, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864-DD, along with an Assignment and Bill of Sale under Recordation Nos. 14864-EE and 14864-FF; and the Eighth Supplement to Equipment Trust Agreement dated as of December 5, 1996, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864-HH, along with an Assignment and Bill of Sale under Recordation Nos. 14864-II and 14864-JJ.

The enclosed Bill of Sale referenced in paragraph 2, above, relates to the 310 railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company in complete termination of the leases of said railcars to the Company pursuant to the said Equipment Trust Agreement.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Successor Trustee, is 101 Barclay Street (21W), New York, New York 10286.

Enclosed is our firm's check in the amount of \$48.00 to cover the recordation fee.

Secretary  
December 29, 1997  
Page 3

You are hereby authorized to deliver any unneeded copies of the Termination and Release Agreement and the Bill of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Document. (i) Termination and Release Agreement, a primary document, dated as of November 30, 1997, between the Company and the Bank, as Trustee, and covering 310 railroad cars.
- (b) Secondary Document. Bill of Sale, a secondary document, dated December 22, 1997, between the Bank, as Trustee (as Seller) and the Company (as Buyer), and covering 310 railroad cars, and connected to the Equipment Trust Agreement dated as of November 15, 1985, and the Termination and Release Agreement dated as of November 30, 1997, referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF/sg  
Enclosures

DDDOC5A6

DEC 31 '97

2-10PM

Series 4**TERMINATION AND RELEASE AGREEMENT**

TERMINATION AND RELEASE AGREEMENT dated as of November 30, 1997, between Bankers Trust Company, as successor trustee (the "Trustee") under an Equipment Trust Agreement, dated as of November 15, 1985 (as amended and supplemented, the "Trust Agreement"), and Trinity Industries Leasing Company, a Delaware corporation (the "Company").

**PRELIMINARY STATEMENT**

Pursuant to the Trust Agreement, the documents described on Schedule 1 attached hereto (the "Trust Documents") were executed and delivered, and recorded as described therein.


The Trust Certificates were paid in full by the Company on November 30, 1997 and, pursuant to Section 3.03(a) and Section 4.04 of the Trust Agreement, the Company has issued its Request dated December 11, 1997 that the Trustee transfer and assign the railroad cars described in Exhibit A attached hereto and made a part hereof to the Company (the "Released Equipment"), and terminate and release its rights in and to the Released Equipment and the Railroad Car Lease Agreements described in Exhibit B attached hereto (the "Leases"), insofar as the Leases cover the Released Equipment.

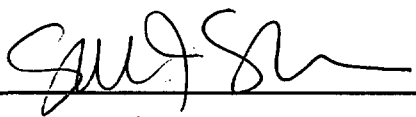
NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Company has tendered to the Trustee cash in an amount equal to the principal balance and accrued interest remaining to be paid on the Trust Certificates issued pursuant to the Trust Agreement; and
2. By virtue of the termination of the lease of the Trust Equipment to the Trustee, the Trustee does hereby release, quitclaim, surrender and discharge unto the Company, its successors and assigns, all of its right, title and interest in and to (i) the Released Equipment and (ii) the Leases, insofar and only insofar as the Leases cover the Released Equipment (collectively, the "Released Property"), which the Trustee has or to which the Trustee may be entitled by virtue of the Trust Documents and hereby declares that the liens and security interests in the Released Property created by the Trust Documents are fully released and discharged.

IN WITNESS WHEREOF this Termination and Release Agreement is executed this 22<sup>nd</sup> day of December, 1997, but effective as of the date first written above.

BANKERS TRUST COMPANY,  
Successor Trustee

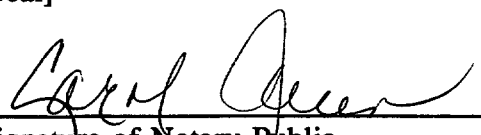
By:   
Name: KEVIN WEEKS  
Title: ASSISTANT VICE PRESIDENT

Attest:  
  
Name: ANDRA J. SHAFFER  
Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK §  
§  
COUNTY OF NEW YORK §

On this \_\_\_\_\_ day of December, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he/she is a \_\_\_\_\_ of Bankers Trust Company, a New York banking corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

  
Signature of Notary Public

My Commission expires: \_\_\_\_\_

CAROL ALLEN  
Notary Public, State of New York  
No. 24-4920187  
Qualified in Kings County 2/16/97  
Commission Expires \_\_\_\_\_

TRINITY INDUSTRIES LEASING  
COMPANY

By: Neil O. Shoop  
Neil O. Shoop  
Treasurer

Attest:

Michael G. Fortado  
Michael G. Fortado  
Secretary

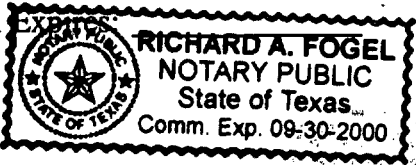
STATE OF TEXAS       §  
                                  §  
COUNTY OF DALLAS   §

On this 11th day of December, 1997, before me personally appeared Neil O. Shoop, to me personally known, who, being by me duly sworn, says that he is Treasurer of Trinity Industries Leasing Company, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Richard A. Fogel  
Signature of Notary Public

My Commission



DDD0C4AB

**SCHEDULE 1  
RECORDING SCHEDULE  
(Series 4)**

	<b><u>Document Name</u></b>	<b><u>Jurisdiction &amp; File No.</u></b>	<b><u>Recording Date</u></b>
1.	Equipment Trust Agreement dated as of November 15, 1985, between Trinity Industries Leasing Company (the "Company") and MBank Dallas, N.A., a national banking association, as Trustee (the "Original Trustee").	ICC 14864	12/18/85
2.	Assignment dated as of December 18, 1985, between the Company and the Original Trustee.	ICC 14864-A	12/18/85
3	Bill of Sale dated as of December 18, 1985, from the Company to the Original Trustee.	ICC 14864-B	12/18/85
4.	UCC-1 Financing Statement naming the Company as Debtor and the Original Trustee as Secured Party.	Texas Secretary of State 331326	12/18/85 (assignment filed 4/25/89; continuation filed 7/10/90); continuation filed 6/27/95.

<u>Document Name</u>	<u>Jurisdiction &amp; File No.</u>	<u>Recording Date</u>
5. Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989, by and among the Company, the Trustee and Bankers Trust Company, as Successor Trustee (the "Successor Trustee").	ICC 14864-C	4/27/89
6. UCC-1 Financing Statement naming the, Company as Debtor and the Successor Trustee as Secured Party.	Texas Secretary of State 091306	4/25/89; continuation statement filed 4/20/94
7. Assignment dated as of July 19, 1989, between the Company and the Successor Trustee Party.	ICC 14864-D	7/25/89
8. Modification Agreement dated as of July 19, 1989, between the Company and the Successor Trustee.	ICC 14864-E	7/25/89
9. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Texas Secretary of State 163886	7/21/89; continuation statement filed 6/24/94
10. Assignment dated as of July 17, 1990, between the Company and the Successor Trustee.	ICC 14864-F	8/13/90



<u>Document Name</u>	<u>Jurisdiction &amp; File No.</u>	<u>Recording Date</u>
11. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Texas Secretary of State 161552	7/27/90; (continuation filed 6/27/95).
12. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Illinois Secretary of State 2827994	3/14/91 (continuation filed 2/23/96)
13. Second Supplement to Equipment Trust Agreement dated as of September 22, 1994 , between the Company and Successor Trustee.	ICC 14864-J	September 28, 1994
14. Assignment dated as of September 22, 1994, between the Company and the Successor Trustee.	ICC 14864-K	September 28, 1994
15. Bill of Sale dated as of September 22, 1994, from the Company to the Successor Trustee.	ICC 14864-L	September 28, 1994
16. Bill of Sale dated as of September 22, 1994, from the Successor Trustee to the Company.	ICC 14864-M	September 28, 1994
17. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Illinois Secretary of State No. 3311867	September 28, 1994
18. UCC-1 Financing Statement naming the Company as Debtor and the successor Trustee as Secured Party.	Texas Secretary of State File No. 190461	September 28, 1994

<u>Document Name</u>	<u>Jurisdiction &amp; File No.</u>	<u>Recording Date</u>
19. Third Supplement to Equipment Trust Agreement dated as of September 20, 1995, between the Company and Successor Trustee.	ICC 14864-N	September 22, 1995
20. Assignment dated as of September 20, 1995, between the Company and the Successor Trustee.	ICC 14864-O	September 22, 1995
21. Bill of Sale dated as of September 20, 1995, from the Company to the Successor Trustee.	ICC 14864-P	September 22, 1995
22. Bill of Sale dated as of September 20, 1995, from the Successor Trustee to the Company.	ICC 14864-Q	September 22, 1995
23. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Illinois Secretary of State File No. 3449441	September 21, 1995
24. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Texas Secretary of State File No. 185603	September 22, 1995
25. Fourth Supplement to Equipment Trust Agreement dated as of October 25, 1995, between the Company and Successor Trustee.	ICC 14864-R	October 27, 1995
26. Assignment dated as of October 25, 1995, between the Company and the Successor Trustee.	ICC 14864-S	October 27, 1995
27. Bill of Sale dated as of October 25, 1995, from the Company to the Successor Trustee.	ICC 14864-T	October 27, 1995

<u>Document Name</u>	<u>Jurisdiction &amp; File No.</u>	<u>Recording Date</u>
28. Bill of Sale dated as of October 25, 1995, from the Successor Trustee to the Company.	ICC 14864-U	October 27, 1995
29. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Illinois Secretary of State File No. 3463608	October 27, 1995
30. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Texas Secretary of State File No. 210117	October 30, 1995
31. Fifth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and Successor Trustee.	ICC 14864-V	December 26, 1995
32. Assignment dated as of December 21, 1995, between the Company and the Successor Trustee.	ICC 14864-W	December 26, 1995
33. Bill of Sale dated as of December 21, 1995, from the Company to the Successor Trustee.	ICC 14864-X	December 26, 1995
34. Bill of Sale dated as of December 21, 1995, from the Successor Trustee to the Company.	ICC 14864-Y	December 26, 1995
35. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Illinois Secretary of State File No. 3485526	December 26, 1995
36. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Texas Secretary of State File No. 246034	December 27, 1995

	<u>Document Name</u>	<u>Jurisdiction &amp; File No.</u>	<u>Recording Date</u>
37.	Sixth Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and Successor Trustee.	ICC 14864-Z	February 23, 1996
38.	Assignment dated as of February 16, 1996, between the Company and the Successor Trustee.	ICC 14864-AA	February 23, 1996
39.	Bill of Sale dated as of February 16, 1996, from the Company to the Successor Trustee.	ICC 14864-BB	February 23, 1996
40.	Bill of Sale dated as of February 16, 1996, from the Successor Trustee to the Company.	ICC 14864-CC	February 23, 1996
41.	UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Illinois Secretary of State File No. 3508658	February 23, 1996
42.	UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party.	Texas Secretary of State File No. 036450	February 26, 1996
43.	Seventh Supplement to Equipment Trust Agreement dated as of July 18, 1996, between the Company and Successor Trustee	STB 14864-DD	July 24, 1996
44.	Assignment dated as of July 18, 1996, between the Company and the Successor Trustee	STB 14864-EE	July 24, 1996
45.	Bill of Sale dated as of July 18, 1996, from the Company to the Successor Trustee	STB 14864-FF	July 24, 1996

	<u>Document Name</u>	<u>Jurisdiction &amp; File No.</u>	<u>Recording Date</u>
46.	Bill of Sale dated as of July 18, 1996, from the Successor Trustee to the Company	STB 14864-GG	July 24, 1996
47.	UCC-1 Financing Statement naming The Company as Debtor and the Successor Trustee as Secured Party.	Illinois Secretary of State No. 3569809	July 24, 1996
48.	UCC-1 Financing Statement naming The Company as Debtor and the Successor Trustee as Secured Party.	Texas Secretary of State No. 145434	July 24, 1996
49.	Eighth Supplement to Equipment Trust Agreement dated as of December 5, 1996 between the Company and Successor Trustee	STB 14864-HH	December 19, 1996
50.	Assignment dated as of December 5, 1996 between the Company and Successor Trustee	STB 14864-II	December 19, 1996
51.	Bill of Sale dated as of December 5, 1996 from the Company to Successor Trustee	STB 14864-JJ	December 19, 1996
52.	Bill of Sale dated as of December 5, 1996 from the Successor Trustee to Company	STB 14864-KK	December 19, 1996
53.	UCC-1 Financing Statement naming The Company as Debtor and the Successor Trustee as Secured Party.	Illinois Secretary of State No. 3635115	January 3, 1997
54.	UCC-1 Financing Statement naming The Company as Debtor and the Successor Trustee as Secured Party.	Texas Secretary of State No. 244112	Decmeber 11, 1996

**EXHIBIT A**  
**DESCRIPTION OF TRUST EQUIPMENT**

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
50 Tank Cars	111A100W3	17,604 Gal.	STMX 000200-000249	12/83
49 Tank Cars	111A100W1	20,514 Gal.	CRGX 7000-7048	05/85
17 Tank Cars	111A100W1	30,000 Gal.	TILX 190033-190039 TILX 190041-190050	03/84
26 Tank Cars	111A100W1	14,100 Gal.	AMMX 14000, 14002 AMMX 14005, 14007, 14032 ECPX 14003, 14006, 14008 ECPX 14012-14017 ECPX 14023, 14025 ECPX 14027-14029 ECPX 14034-14040	12/83
20 Tank Cars	111A100W1	29,947 Gal.	MWSX 29637-29642 MWSX 29644-29653 MWSX 29655-29658	11/84
20 Tank Cars	111A100W3	17,641 Gal.	MNCX 1025-1044	04/85
30 Tank Cars	111A100W1	29,947 Gal.	TILX 190051-190066 TILX 190068-190075 TILX 190077-190082	12/84
3 Hopper Cars	Lo	5,850 cu. ft.	TILX 58022-58024	12/88
14 Hopper Cars	Lo	5,125 cu. ft.	TILX 5348-5361	09/95
6 Tank Cars	111A60W7	18,372 Gal.	TILX 200119-200124	10/95
2 Hopper Cars	Lo	5,125 cu. ft.	TILX 5346-5347	09/95
2 Tank Cars	111A60W7	18,372 Gal.	TILX 200126, 200127	10/95
4 Tank Cars	111A100W1	29,947 Gal.	TILX 190315-190318	11/95

(Exhibit A continued)

Series 4

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1 Tank Car	111A100W1	14,298 Gal.	TILX 150099	11/95
8 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9400-9407	12/94
6 Tank Cars	111A100W3	17,641 Gal.	STMX 600-605	08/84
3 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9697-9699	12/94
5 Tank Cars	111A100W3	17,641 Gal.	MNCX 1020-1024	09/84
2 Tank Cars	111A100W1	16,664 Gal.	TILX 160018, 160054	10/88
2 Tank Cars	111A100W1	17,015 Gal.	TILX 160056, 160057	06/89
3 Tank Cars	111A100W2	13,946 Gal.	TILX 100359-100361	03/89
5 Spine Cars	Lo	70-Ton	SO 1000-1004	12/94
1 Hopper Car	Lo	5,191 cu. ft.	TIMX 1013	08/96
31 Hopper Cars	Lo	5,127 cu. ft.	ADMX 49070-49100	09/96

EXHIBIT B

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	17,604 Gal. 111A100W3 Tank Cars	STMX 000200-000249

2. Railroad Car Net Lease Agreement, dated May 20, 1985, between Trinity Industries Leasing Company and Cargill Incorporated covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
49	20,514 Gal. 111A100W1 Tank Cars	CRGX 7000-7048

3. Railroad Car Lease Agreement, dated March 19, 1984, between Trinity Industries Leasing Company and Gulf Oil Corporation (acquired by Chevron, USA) covering the following described railroad cars (Partial Rider 3 & 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	30,000 Gal. 111A100W1 Tank Cars	TILX 190033-190039 TILX 190041-190050



4. Railroad Car Lease Agreement, dated May 18, 1983, between Trinity Industries Leasing Company and Amoco Minerals Company (assigned to Cyprus Mines Corporation), assumed in part by E.C.C. America, Inc. effective June 1, 1988 covering the following described railroad cars (Partial Rider 1 & 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	14,100 Gal. 111A100W1 Tank Cars	AMMX 14000, 14002, 14005 AMMX 14007, 14032 ECPX 14003, 14006, 14008 ECPX 14012-14017 ECPX 14023, 14025 ECPX 14027-14029 ECPX 14034-14040

5. Railroad Car Net Lease Agreement, dated June 28, 1984, between Trinity Industries Leasing Company and Midwest Solvents Company, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	29,947 Gal. 111A100W1 Tank Cars	MWSX 29637-29642 MWSX 29644-29653 MWSX 29655-29658

6. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	17,641 Gal. 111A100W3 Tank Cars	MNCX 1025-1044

7. Railroad Car Full Service Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Nova Energy Systems, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	29,947 Gal. 111A100W1 Tank Cars	TILX 190051-190066 TILX 190068-190075 TILX 190077-190082

8. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,850 cu. ft. Lo Covered Hopper Cars	TILX 58022-58024

9. Railroad Car Lease Agreement, dated June 19, 1995, between Trinity Industries Leasing Company and Procter and Gamble Manufacturing Company covering the following described railroad cars (Partial Rider 11):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5348-5361

10. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	18,372 Gal. 111A60W7 Tank Cars	TILX 200119-200124

11. Railroad Car Lease Agreement, dated September 5, 1995, between Trinity Industries Leasing Company and North American Chemical Company, covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,125 cu. Ft. Lo Covered Hopper Cars	TILX 5346-5347

12. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	18,372 Gal. 111A60W7 Tank Cars	TILX 200126, 200127

13. Railroad Car Lease Agreement, dated October 30, 1995, between Trinity Industries Leasing Company and Koch Refining Company, L.P. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	29,947 Gal. 111A100W1 Tank Cars	TILX 190315-190318

14. Master Car Lease Agreement, dated August 1, 1995, between Trinity Industries Leasing Company and White Springs Agricultural Chemicals, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	14,298 Gal. 111A100W1 Tank Car	TILX 150099

15. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9400-9407

16. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,641 Gal. 111A100W3 Tank Cars	STMX 600-605

17. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9697-9699

18. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	17,641 Gal. 111A100W3 Tank Cars	MNCX 1020-1024

19. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	16,664 Gal. 111A100W1 Tank Cars	TILX 160018, 160054

20. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	17,015 Gal. 111A100W1 Tank Cars	TILX 160056, 160057

21. Railroad Car Lease Agreement, dated September 14, 1987, between Trinity Industries Leasing Company and Stauffer Chemical Company (acquired by Rhone-Poulenc Basic Chemicals Co.) covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	13,946 Gal. 111A100W2 Tank Cars	TILX 100359-100361

22. Railroad Car Net Lease Agreement, dated December 13, 1994, between Trinity Industries Leasing Company and South Orient Railway Company, Ltd. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	70-Ton Lo 5-Unit Spine Cars	SO 1000-1004

(Exhibit B continued)

Series 4

23. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,191 cu. ft. Lo Covered Hopper Car	TIMX 1013

24. Railroad Car Lease Agreement, dated July, 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 10):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	5,127 cu. ft. Lo Covered Hopper Cars	ADMX 49070-49100